

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

BAD GREMLIN LLC, REMORA
VENTURES LLC, PATRICK BUCK,
THOMAS BUCK, NANCY BEAUMONT,
NOVEMBER ACQUISITIONS SPV LLC, and
DECEMBER ACQUISITIONS SPV LLC,

Plaintiffs,

v.

SEAN GRUSD,

Defendant.

Case No. 1:22-cv-11000

**DEFENDANT SEAN GRUSD VERIFIED ANSWER TO
VERIFIED AMENDED COMPLAINT**

For his Verified Answer to the Verified Amended Complaint filed by Plaintiffs Bad Gremlin LLC (“Bad Gremlin”), Remora Ventures LLC (“Remora”), Patrick Buck, Thomas Buck, and Nancy Beaumont (collectively “Member Plaintiffs”), in addition to Plaintiffs November Acquisitions SPV LLC (“November Acquisitions”), and December Acquisitions SPV LLC (“December Acquisitions”) (collectively “Company Plaintiffs”), on January 10, 2023 (the “Amended Complaint”), Defendant Sean Grusd (“Grusd” or “Defendant”), in response to each of the corresponding paragraphs of the Amended Complaint, states as follows:

INTRODUCTION

1. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 1 of the Amended Complaint.

2. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 2 of the Amended Complaint.

3. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 3 of the Amended Complaint.

4. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 4 of the Amended Complaint.

5. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 5 of the Amended Complaint.

6. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 6 of the Amended Complaint.

7. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 7 of the Amended Complaint.

8. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 8 of the Amended Complaint.

THE PARTIES

9. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 9 of the Amended Complaint.

10. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 10 of the Amended Complaint.

11. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 11 of the Amended Complaint.

12. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 12 of the Amended Complaint.

13. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 13 of the Amended Complaint.

14. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 14 of the Amended Complaint.

15. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 15 of the Amended Complaint.

16. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 16 of the Amended Complaint.

17. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 17 of the Amended Complaint.

JURISDICTION AND VENUE

18. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 18 of the Amended Complaint.

19. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 19 of the Amended Complaint.

20. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 20 of the Amended Complaint.

21. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 21 of the Amended Complaint.

FACTUAL BACKGROUND

22. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 22 of the Amended Complaint.

23. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 23 of the Amended Complaint.

24. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 24 of the Amended Complaint.

25. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 25 of the Amended Complaint.

26. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 26 of the Amended Complaint.

27. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 27 of the Amended Complaint.

28. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 28 of the Amended Complaint.

29. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 29 of the Amended Complaint.

30. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 30 of the Amended Complaint.

31. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 31 of the Amended Complaint.

32. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 32 of the Amended Complaint.

33. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 33 of the Amended Complaint.

34. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 34 of the Amended Complaint.

35. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 35 of the Amended Complaint.

36. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 36 of the Amended Complaint.

37. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 37 of the Amended Complaint.

38. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 38 of the Amended Complaint.

39. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 39 of the Amended Complaint.

40. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 40 of the Amended Complaint.

41. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 41 of the Amended Complaint.

42. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 42 of the Amended Complaint.

43. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 43 of the Amended Complaint.

44. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 44 of the Amended Complaint.

45. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 45 of the Amended Complaint.

46. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 46 of the Amended Complaint.

47. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 47 of the Amended Complaint.

48. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 48 of the Amended Complaint.

49. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 49 of the Amended Complaint.

50. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 50 of the Amended Complaint.

51. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 51 of the Amended Complaint.

52. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 52 of the Amended Complaint.

53. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 53 of the Amended Complaint.

54. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 54 of the Amended Complaint.

55. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 55 of the Amended Complaint.

56. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 56 of the Amended Complaint.

57. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 57 of the Amended Complaint.

58. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 58 of the Amended Complaint.

CLAIMS FOR RELIEF
COUNT I
Violation of Section 10(b) of the Exchange Act
and Rule 10b-5(b) Promulgated Thereunder
(Against Sean Grusd)

59. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 59 of the Amended Complaint.

60. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 60 of the Amended Complaint.

61. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 61 of the Amended Complaint.

62. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 62 of the Amended Complaint.

63. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 63 of the Amended Complaint.

64. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 64 of the Amended Complaint.

65. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 65 of the Amended Complaint.

66. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 66 of the Amended Complaint.

COUNT II
Fraudulent Inducement
(Against Sean Grusd)

67. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 67 of the Amended Complaint.

68. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 68 of the Amended Complaint.

69. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 69 of the Amended Complaint.

70. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 70 of the Amended Complaint.

71. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 71 of the Amended Complaint.

72. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 72 of the Amended Complaint.

73. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 73 of the Amended Complaint.

74. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 74 of the Amended Complaint.

75. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 75 of the Amended Complaint.

COUNT III
Breach of fiduciary duty
(Against Sean Grusd)

76. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 76 of the Amended Complaint.

77. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 77 of the Amended Complaint.

78. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 78 of the Amended Complaint.

79. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 79 of the Amended Complaint.

80. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 80 of the Amended Complaint.

81. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 81 of the Amended Complaint.

82. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 82 of the Amended Complaint.

83. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 83 of the Amended Complaint.

84. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 84 of the Amended Complaint.

85. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 85 of the Amended Complaint.

COUNT IV
Breach of contract – November Acquisitions
(Against Sean Grusd)

86. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 86 of the Amended Complaint.

87. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 87 of the Amended Complaint.

88. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 88 of the Amended Complaint.

89. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 89 of the Amended Complaint.

90. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 90 of the Amended Complaint.

91. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 91 of the Amended Complaint.

COUNT V
Breach of contract – December Acquisitions
(Against Sean Grusd)

92. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 92 of the Amended Complaint.

93. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 93 of the Amended Complaint.

94. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 94 of the Amended Complaint.

95. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 95 of the Amended Complaint.

96. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 96 of the Amended Complaint.

97. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 97 of the Amended Complaint.

COUNT VI
Breach of Implied Covenant of Good Faith and Fair Dealing
(Against Sean Grusd)

98. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 98 of the Amended Complaint.

99. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 99 of the Amended Complaint.

100. On the advice of counsel, Defendant invokes his rights and privileges under the United States Constitution, including the Fifth Amendment, and declines to answer Paragraph 100 of the Amended Complaint.

PRAYER FOR RELIEF

WHEREFORE, in response to Plaintiffs' prayer for Relief, defendant Sean Grusd requests that the Court enter an order denying the relief sought by Plaintiffs.

Dated: New York, New York
February 7, 2023

SHER TREMONTE LLP

By: /s/ Douglas R. Jensen
Douglas R. Jensen, Esq.
Sher Tremonte LLP
90 Broad Street
New York, Ny 10004
Telephone: 212 300-7504
djensen@shertremonte.com

Counsel for Defendant Sean Grusd

VERIFICATION

STATE OF NEW YORK)
) ss.:
COUNTY OF _____)

I, SEAN GRUSD, being duly sworn, deposes and says: I have read the foregoing Answer and know the contents thereof. To my knowledge, the Answer is true.



Sean Grusd

Subscribed and Sworn to before me
this 7th day of February, 2023



Notary Public